

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IPLEARN, LLC, a California Limited Liability
Company

Plaintiff,

v.

AVNET, INC., a New York corporation; **BEELINE
ACQUISITION CORP.**, a Florida corporation;
CENGAGE LEARNING, INC., a Delaware corporation;
CONNECTIONS ACADEMY LLC, a Delaware limited
liability company; **ELEMENT K CORPORATION**, a
Delaware corporation; **HALOGEN SOFTWARE INC.** a
Canadian corporation; **KENEXA CORPORATION**, a
Pennsylvania corporation; **LAWSON SOFTWARE INC.**,
a Delaware corporation; **META4 USA INC.**, a
Delaware corporation; **MZINGA, INC.**, a Delaware
corporation; **OPERITEL CORPORATION**, a Canadian
corporation; **ORACLE CORPORATION**, a Delaware
corporation; **PEARSON INC.**, a Delaware corporation;
STEPSTONE AS, a Norwegian company;
TECHNOMEDIA INTERNATIONAL, INC., a Texas
corporation; **TRIVANTIS CORPORATION INC.**, a
Delaware corporation; **THE ULTIMATE SOFTWARE
GROUP, INC.**, a Delaware corporation,

Defendants

C.A. No.

JURY TRIAL DEMANDED

COMPLAINT FOR PATENT INFRINGEMENT

Plaintiff IpLearn, LLC (“IpLearn”) alleges against Defendants Avnet, Inc., Beeline Acquisition Corp., Cengage Learning, Inc., Connections Academy, LLC, Element K

Corporation, Halogen Software Inc., Kenexa Corporation, Lawson Software Inc., Meta4 USA Inc., Mzinga, Inc., Operitel Corporation, Oracle Corporation, Pearson Inc., StepStone AS, Technomedia International, Inc., Trivantis Corporation, and The Ultimate Software Group, Inc. (collectively, “Defendants”) as follows:

JURISDICTION

1. This action arises under the Patent Laws of the United States, 35 U.S.C. § 1, *et seq.* The Court has subject matter jurisdiction pursuant to 28 U.S.C. §§ 1331 and 1338(a).

2. The Court has personal jurisdiction over Defendants because they regularly conduct business in the State of Delaware and in this district, including selling products and/or services that infringe one or more claims of the patents-in-suit in this forum, regularly doing and soliciting business in this forum, and/or deriving substantial revenue from products and services provided to individuals in Delaware and in this judicial district. Each defendant has established minimum contacts with this forum such that the exercise of jurisdiction over these Defendants would not offend traditional notions of fair play and substantial justice.

VENUE

3. Each of the Defendants has committed acts within this judicial district giving rise to this action, including making, using, offering for sale, selling, or providing infringing products, services, and support to customers in this district, and actively soliciting and doing business in this judicial district. Accordingly, venue is proper in this judicial district pursuant to 28 U.S.C. §§ 1391(b) and (c), and 28 U.S.C. § 1400(b).

THE PARTIES

4. Plaintiff IpLearn, LLC (“IpLearn”) is a California limited liability company located at 1807 Limetree Lane, Mountain View, CA 94040. IpLearn is a technology development and licensing company for web and computer-based learning technologies.

5. IpLearn has been a pioneer in the field of web and computer-based learning technologies. Its innovations have been adopted extensively in the eLearning community, and its patents have been widely licensed in the industry.

6. Defendant Avnet, Inc. (“Avnet”) is a New York corporation with its principal place of business located at 2211 S. 47th St., Phoenix, AZ 85034. Avnet develops and sells or offers for sale infringing learning and development systems in this jurisdiction, including its TopClass and reasonably similar products and services, and makes its infringing learning and development systems available for use in interstate commerce knowing that they will be accessed and used in this jurisdiction and elsewhere throughout the United States.

7. Defendant Beeline Acquisition Corp. (“Beeline”) is a Florida corporation with a principal place of business located at 12724 Gran Bay Parkway West, Suite 200, Jacksonville, FL 32258. Beeline develops and sells or offers for sale infringing learning and development systems in this jurisdiction, including its Orchestrata and reasonably similar products and services, and makes its infringing learning and development systems available for use in interstate commerce knowing that they will be accessed and used in this jurisdiction and elsewhere throughout the United States.

8. Defendant Cengage Learning, Inc. (“Cengage”) is a Delaware corporation with a principal place of business located at 200 First Stamford Place, Suite 400, Stamford, CT 06902.

Cengage develops and sells or offers for sale infringing learning and development systems in this jurisdiction, including its iLrn Heinle Learning Center and reasonably similar products and services, and makes its infringing learning and development systems available for use in interstate commerce knowing that they will be accessed and used in this jurisdiction and elsewhere throughout the United States.

9. Defendant Connections Academy, LLC (“Connections Academy”) is a Delaware limited liability company with a principal place of business located at 1001 Fleet St., Floor 5, #5, Baltimore, MD 21202. Connections Academy develops and sells or offers for sale infringing learning and development systems in this jurisdiction, including its K to the 8th Power (Kto8), Connexus, and reasonably similar products and services, and makes its infringing learning and development systems available for use in interstate commerce knowing that they will be accessed and used in this jurisdiction and elsewhere throughout the United States.

10. Defendant Element K Corporation (“Element K”) is a Delaware corporation with a principal place of business located at 500 Canal View Blvd., Rochester, NY 14623. Element K develops and sells or offers for sale infringing learning and development systems in this jurisdiction, including its Learning Management System KnowledgeHub and reasonably similar products and services, and makes its infringing learning and development systems available for use in interstate commerce knowing that they will be accessed and used in this jurisdiction and elsewhere throughout the United States.

11. Defendant Halogen Software Inc. (“Halogen”) is a foreign corporation organized and existing under the laws of Canada, and with a principal place of business located at 495 March Rd., Suite 500, Ottawa, ON Canada. Halogen develops and sells or offers for sale

infringing learning and development systems in this jurisdiction, including its Halogen Talent Management Suite (TMS) and reasonably similar products and services, and makes its infringing learning and development systems available for use in interstate commerce knowing that they will be accessed and used in this jurisdiction and elsewhere throughout the United States.

12. Defendant Kenexa Corporation (“Kenexa”) is a Pennsylvania corporation with a principal place of business located at 650 East Swedesford Rd., 2nd Floor, Wayne, PA 19087. Kenexa develops and sells or offers for sale infringing learning and development systems in this jurisdiction, including its Kenexa 2X and reasonably similar products and services, and makes its infringing learning and development systems available for use in interstate commerce knowing that they will be accessed and used in this jurisdiction and elsewhere throughout the United States.

13. Defendant Lawson Software Inc. (“Lawson”) is a Delaware corporation with a principal place of business located at 380 St. Peter St., St. Paul, MN 55102. Lawson develops and sells or offers for sale infringing learning and development systems in this jurisdiction, including its Lawson Learning Management System (LLMS), Talent Management Suite (TMS), and reasonably similar products and services, and makes its infringing learning and development systems available for use in interstate commerce knowing that they will be accessed and used in this jurisdiction and elsewhere throughout the United States.

14. Defendant Meta4 USA Inc. (“Meta4”) is a Delaware corporation with a principal place of business located at 3270 East First St., Blue Ridge, GA 30513. Meta4 develops and sells or offers for sale infringing learning and development systems in this jurisdiction, including its PeopleNet and reasonably similar products and services, and makes its infringing learning and

development systems available for use in interstate commerce knowing that they will be accessed and used in this jurisdiction and elsewhere throughout the United States.

15. Defendant Mzinga, Inc. (“Mzinga”) is a Delaware corporation with a principal place of business located at 230 3rd Ave., Waltham, MA 02451. Mzinga develops and sells or offers for sale infringing learning and development systems in this jurisdiction, including its OmniSocial and reasonably similar products and services, and makes its infringing learning and development systems available for use in interstate commerce knowing that they will be accessed and used in this jurisdiction and elsewhere throughout the United States.

16. Defendant Operitel Corporation (“Operitel”) is a foreign corporation organized and existing under the laws of Canada, and with a principal place of business located at 194 Sophia St., Peterborough, ON K9H 1E5 Canada. Operitel develops and sells or offers for sale infringing learning and development systems in this jurisdiction, including its LearnFlex and reasonably similar products and services, and makes its infringing learning and development systems available for use in interstate commerce knowing that they will be accessed and used in this jurisdiction and elsewhere throughout the United States.

17. Defendant Oracle Corporation (“Oracle”) is a Delaware corporation with a principal place of business located at 500 Oracle Parkway, Redwood City, CA 94065. Oracle develops and sells or offers for sale infringing learning and development systems in this jurisdiction, including its Enterprise Business Suite (EBS), iLearning, PeopleSoft Enterprise, Beehive, Live Virtual Class, and reasonably similar products and services, and makes its infringing learning and development systems available for use in interstate commerce knowing

that they will be accessed and used in this jurisdiction and elsewhere throughout the United States.

18. Defendant Pearson Inc. (“Pearson”) is a Delaware corporation with a principal place of business located at 1330 Avenue of the Americas, New York, NY 10019. Pearson develops and sells or offers for sale infringing learning and development systems in this jurisdiction, including its LearningStudio, NovaNET, and reasonably similar products and services, and makes its infringing learning and development systems available for use in interstate commerce knowing that they will be accessed and used in this jurisdiction and elsewhere throughout the United States.

19. Defendant StepStone AS (“StepStone”) is a foreign corporation organized and existing under the laws of Norway, and with a principal place of business located at Thunes Vei 2, Oslo, 0274 Norway. StepStone develops and sells or offers for sale infringing learning and development systems in this jurisdiction, including its ETWeb and reasonably similar products and services, and makes its infringing learning and development systems available for use in interstate commerce knowing that they will be accessed and used in this jurisdiction and elsewhere throughout the United States.

20. Defendant Technomedia International, Inc. (“Technomedia”) is a Texas corporation with a principal place of business located at 2503 Robinhood St., Suite 200, Houston, TX 77005. Technomedia develops and sells or offers for sale infringing learning and development systems in this jurisdiction, including its TM Sigal and reasonably similar products and services, and makes its infringing learning and development systems available for use in

interstate commerce knowing that they will be accessed and used in this jurisdiction and elsewhere throughout the United States.

21. Defendant Trivantis Corporation (“Trivantis”) is a Delaware corporation with a principal place of business located at 311 Elm St., Suite 200, Cincinnati, OH 45202. Trivantis develops and sells or offers for sale infringing learning and development systems in this jurisdiction, including its CourseMill and reasonably similar products and services, and makes its infringing learning and development systems available for use in interstate commerce knowing that they will be accessed and used in this jurisdiction and elsewhere throughout the United States.

22. Defendant The Ultimate Software Group, Inc. (“Ultimate Software”) is a Delaware corporation with a principal place of business located at 2000 Ultimate Way, Weston, FL 33326. Ultimate Software develops and sells or offers for sale infringing learning and development systems in this jurisdiction, including its UltiPro and reasonably similar products and services, and makes its infringing learning and development systems available for use in interstate commerce knowing that they will be accessed and used in this jurisdiction and elsewhere throughout the United States.

COUNT I

(Infringement of U.S. Patent No. 6,685,478 by Oracle)

23. IpLearn realleges and incorporates by reference paragraphs 1-22 of this Complaint as if fully set forth herein.

24. On February 3, 2004, U.S. Patent No. 6,685,478 (“the ‘478 patent”), entitled “Inexpensive Computer-Aided Learning Methods and Apparatus for Learners,” issued to Chi Fai

Ho, John P. Del Favero, Jr., and Peter P. Tong, and is valid and enforceable. A true and correct copy of the '478 patent is attached hereto as Exhibit 1.

25. IpLearn is the assignee and sole holder of all right, title, and interest in the '478 patent, including all rights to enforce the '478 patent and collect past and future damages for infringement.

26. Defendant Oracle, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Enterprise Business Suite (EBS), iLearning, and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '478 patent under 35 U.S.C. § 271.

27. IpLearn has been, and continues to be, damaged by Oracle's infringement of the '478 patent.

COUNT II

(Infringement of U.S. Patent No. 6,213,780 by Beeline, Halogen, Kenexa, Meta4, Mzinga, Oracle, StepStone, Technomedia, and Ultimate Software)

28. IpLearn realleges and incorporates by reference paragraphs 1-22 of this Complaint as if fully set forth herein.

29. On April 10, 2001, U.S. Patent No. 6,213,780 ("the '780 patent"), entitled "Computer-Aided Learning and Counseling Methods and Apparatus for a Job," issued to Chi Fai Ho and Peter P. Tong, and is valid and enforceable. A true and correct copy of the '780 patent is attached hereto as Exhibit 2.

30. IpLearn is the assignee and sole holder of all right, title, and interest in the ‘780 patent, including all rights to enforce the ‘780 patent and collect past and future damages for infringement.

31. Defendant Beeline, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Orchestrata Talent Management and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘780 patent under 35 U.S.C. § 271.

32. Defendant Halogen, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Halogen Talent Management Suite (TMS) and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘780 patent under 35 U.S.C. § 271.

33. Defendant Kenexa, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Kenexa 2X and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘780 patent under 35 U.S.C. § 271.

34. Defendant Meta4, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its PeopleNet and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘780 patent under 35 U.S.C. § 271.

35. Defendant Mzinga, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its OmniSocial and reasonably similar

products or services, has infringed and continues to infringe one or more claims of the ‘780 patent under 35 U.S.C. § 271.

36. Defendant Oracle, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its PeopleSoft Enterprise and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘780 patent under 35 U.S.C. § 271.

37. Defendant StepStone, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its ETWeb and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘780 patent under 35 U.S.C. § 271.

38. Defendant Technomedia, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its TM Sigal and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘780 patent under 35 U.S.C. § 271.

39. Defendant Ultimate Software, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its UltiPro and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘780 patent under 35 U.S.C. § 271.

40. IpLearn has been, and continues to be, damaged by Beeline, Halogen, Kenexa, Meta4, Mzinga, Oracle, StepStone, Technomedia, and Ultimate Software’s infringement of the ‘780 patent.

COUNT III

(Infringement of U.S. Patent No. 6,118,973 by Oracle)

41. IpLearn realleges and incorporates by reference paragraphs 1-22 of this Complaint as if fully set forth herein.

42. On September 12, 2000, U.S. Patent No. 6,118,973 (“the ‘973 patent”), entitled “Methods and Apparatus to Assess and Enhance a Student’s Understanding in a Subject,” issued to Chi Fai Ho and Peter P. Tong, and is valid and enforceable. A true and correct copy of the ‘973 patent is attached hereto as Exhibit 3.

43. IpLearn is the assignee and sole holder of all right, title, and interest in the ‘973 patent, including all rights to enforce the ‘973 patent and collect past and future damages for infringement.

44. Defendant Oracle, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its iLearning and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘973 patent under 35 U.S.C. § 271.

45. IpLearn has been, and continues to be, damaged by Oracle’s infringement of the ‘973 patent.

COUNT IV

(Infringement of U.S. Patent No. 6,688,888 by Avnet, Cengage, Connections Academy, Element K, Operitel, Oracle, Pearson, and Trivantis)

46. IpLearn realleges and incorporates by reference paragraphs 1-22 of this Complaint as if fully set forth herein.

47. On February 10, 2004, U.S. Patent No. 6,688,888 (“the ‘888 patent”), entitled “Computer-Aided Learning System and Method,” issued to Chi Fai Ho and Peter P. Tong, and is valid and enforceable. A true and correct copy of the ‘888 patent is attached hereto as Exhibit 4.

48. IpLearn is the assignee and sole holder of all right, title, and interest in the ‘888 patent, including all rights to enforce the ‘888 patent and collect past and future damages for infringement.

49. Defendant Avnet, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its TopClass and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘888 patent under 35 U.S.C. § 271.

50. Defendant Cengage, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its iLrn Heinle Learning Center and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘888 patent under 35 U.S.C. § 271.

51. Defendant Connections Academy, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its K to the 8th Power (Kto8), Connexus, and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘888 patent under 35 U.S.C. § 271.

52. Defendant Element K, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Learning Management System KnowledgeHub and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘888 patent under 35 U.S.C. § 271.

53. Defendant Operitel, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its LearnFlex and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘888 patent under 35 U.S.C. § 271.

54. Defendant Oracle, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Enterprise Business Suite (EBS), iLearning, PeopleSoft Enterprise, and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘888 patent under 35 U.S.C. § 271.

55. Defendant Pearson, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its LearningStudio, NovaNET, and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘888 patent under 35 U.S.C. § 271.

56. Defendant Trivantis, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its CourseMill and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘888 patent under 35 U.S.C. § 271.

57. IpLearn has been, and continues to be, damaged by Avnet, Cengage, Connections Academy, Element K, Operitel, Oracle, Pearson, and Trivantis’ infringement of the ‘888 patent.

COUNT V

**(Infringement of U.S. Patent No. 5,779,486 by Avnet, Cengage,
Connections Academy, Element K, Operitel, Oracle, Pearson, and Trivantis)**

58. IpLearn realleges and incorporates by reference paragraphs 1-22 of this Complaint as if fully set forth herein.

59. On July 14, 1998, U.S. Patent No. 5,779,486 (“the ‘486 patent”), entitled “Methods and Apparatus to Assess and Enhance a Student’s Understanding in a Subject,” issued to Chi Fai Ho and Peter P. Tong, and is valid and enforceable. A true and correct copy of the ‘486 patent is attached hereto as Exhibit 5.

60. IpLearn is the assignee and sole holder of all right, title, and interest in the ‘486 patent, including all rights to enforce the ‘486 patent and collect past and future damages for infringement.

61. Defendant Avnet, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its TopClass and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘486 patent under 35 U.S.C. § 271.

62. Defendant Cengage, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its iLrn Heinle Learning Center and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘486 patent under 35 U.S.C. § 271.

63. Defendant Connections Academy, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its K to the 8th Power

(Kto8), Connexus, and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '486 patent under 35 U.S.C. § 271.

64. Defendant Element K, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Learning Management System KnowledgeHub and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '486 patent under 35 U.S.C. § 271.

65. Defendant Operitel, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its LearnFlex and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '486 patent under 35 U.S.C. § 271.

66. Defendant Oracle, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Enterprise Business Suite (EBS), iLearning, PeopleSoft Enterprise, and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '486 patent under 35 U.S.C. § 271.

67. Defendant Pearson, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its LearningStudio, NovaNET, and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '486 patent under 35 U.S.C. § 271.

68. Defendant Trivantis, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its CourseMill and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '486 patent under 35 U.S.C. § 271.

69. IpLearn has been, and continues to be, damaged by Avnet, Cengage, Connections Academy, Element K, Operitel, Oracle, Pearson, and Trivantis' infringement of the '486 patent.

COUNT VI

(Infringement of U.S. Patent No. 6,398,556 by Avnet, Beeline, Cengage, Connections Academy, Element K, Halogen, Kenexa, Lawson, Meta4, Mzinga, Operitel, Oracle, Trivantis, and Ultimate Software)

70. IpLearn realleges and incorporates by reference paragraphs 1-22 of this Complaint as if fully set forth herein.

71. On June 4, 2002, U.S. Patent No. 6,398,556 ("the '556 patent"), entitled "Inexpensive Computer-Aided Learning Methods and Apparatus for Learners," issued to Chi Fai Ho, John P. Del Favero, Jr., and Peter P. Tong, and is valid and enforceable. A true and correct copy of the '556 patent is attached hereto as Exhibit 6.

72. On June 12, 2007, the U.S. Patent and Trademark Office issued a reexamination certificate for the '556 patent.

73. IpLearn is the assignee and sole holder of all right, title, and interest in the '556 patent, including all rights to enforce the '556 patent and collect past and future damages for infringement.

74. Defendant Avnet, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its TopClass and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '556 patent under 35 U.S.C. § 271.

75. Defendant Beeline, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Orchestrata Talent Management and

reasonably similar products or services, has infringed and continues to infringe one or more claims of the '556 patent under 35 U.S.C. § 271.

76. Defendant Cengage, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its iLrn Heinle Learning Center and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '556 patent under 35 U.S.C. § 271.

77. Defendant Connections Academy, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its K to the 8th Power (Kto8) and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '556 patent under 35 U.S.C. § 271.

78. Defendant Element K, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Learning Management System KnowledgeHub and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '556 patent under 35 U.S.C. § 271.

79. Defendant Halogen, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Halogen Talent Management Suite (TMS) and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '556 patent under 35 U.S.C. § 271.

80. Defendant Kenexa, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Kenexa 2X and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '556 patent under 35 U.S.C. § 271.

81. Defendant Lawson, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Lawson Learning Management System (LLMS), Talent Management Suite (TMS), and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '556 patent under 35 U.S.C. § 271.

82. Defendant Meta4, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its PeopleNet and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '556 patent under 35 U.S.C. § 271.

83. Defendant Mzinga, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its OmniSocial and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '556 patent under 35 U.S.C. § 271.

84. Defendant Operitel, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its LearnFlex and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '556 patent under 35 U.S.C. § 271.

85. Defendant Oracle, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Enterprise Business Suite (EBS), PeopleSoft Enterprise, and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '556 patent under 35 U.S.C. § 271.

86. Defendant Trivantis, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its CourseMill and reasonably similar

products or services, has infringed and continues to infringe one or more claims of the ‘556 patent under 35 U.S.C. § 271.

87. Defendant Ultimate Software, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its UltiPro and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘556 patent under 35 U.S.C. § 271.

88. IpLearn has been, and continues to be, damaged by Avnet, Beeline, Cengage, Connections Academy, Element K, Halogen, Kenexa, Lawson, Meta4, Mzinga, Operitel, Oracle, Trivantis, and Ultimate Software’s infringement of the ‘556 patent.

COUNT VII

(Infringement of U.S. Patent No. RE38,432 by Element K, Mzinga, and Oracle)

89. IpLearn realleges and incorporates by reference paragraphs 1-22 of this Complaint as if fully set forth herein.

90. On February 24, 2004, U.S. Patent No. RE38,432 (“the ‘432 patent”), entitled “Computer-Aided Group-Learning Methods and Systems,” reissued to Chi Fai Ho and Peter P. Tong, and is valid and enforceable. A true and correct copy of the ‘432 patent is attached hereto as Exhibit 7.

91. IpLearn is the assignee and sole holder of all right, title, and interest in the ‘432 patent, including all rights to enforce the ‘432 patent and collect past and future damages for infringement.

92. Defendant Element K, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Learning Management System

KnowledgeHub and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '432 patent under 35 U.S.C. § 271.

93. Defendant Mzinga, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its OmniSocial and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '432 patent under 35 U.S.C. § 271.

94. Defendant Oracle, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Beehive, iLearning, Live Virtual Class, and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '432 patent under 35 U.S.C. § 271.

95. IpLearn has been, and continues to be, damaged by Element K, Mzinga, and Oracle's infringement of the '432 patent.

COUNT VIII

(Infringement of U.S. Patent No. RE39,942 by Oracle)

96. IpLearn realleges and incorporates by reference paragraphs 1-22 of this Complaint as if fully set forth herein.

97. On December 18, 2007, U.S. Patent No. RE39,942 ("the '942 patent"), entitled "Computer-Aided Group-Learning Methods and Systems," reissued to Chi Fai Ho and Peter P. Tong, and is valid and enforceable. A true and correct copy of the '942 patent is attached hereto as Exhibit 8.

98. IpLearn is the assignee and sole holder of all right, title, and interest in the ‘942 patent, including all rights to enforce the ‘942 patent and collect past and future damages for infringement.

99. Defendant Oracle, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Beehive, iLearning, Live Virtual Class, and reasonably similar products or services, has infringed and continues to infringe one or more claims of the ‘942 patent under 35 U.S.C. § 271.

100. IpLearn has been, and continues to be, damaged by Oracle’s infringement of the ‘942 patent.

COUNT IX

(Infringement of U.S. Patent No. 6,126,448 by Beeline, Halogen, Kenexa, Meta4, Mzinga, Oracle, StepStone, Technomedia, and Ultimate Software)

101. IpLearn realleges and incorporates by reference paragraphs 1-22 of this Complaint as if fully set forth herein.

102. On October 3, 2000, U.S. Patent No. 6,126,448 (“the ‘448 patent”), entitled “Computer-Aided Learning Methods and Apparatus for a Job,” issued to Chi Fai Ho and Peter P. Tong, and is valid and enforceable. A true and correct copy of the ‘448 patent is attached hereto as Exhibit 9.

103. IpLearn is the assignee and sole holder of all right, title, and interest in the ‘448 patent, including all rights to enforce the ‘448 patent and collect past and future damages for infringement.

104. Defendant Beeline, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Orchestrata Talent Management and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '448 patent under 35 U.S.C. § 271.

105. Defendant Halogen, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Halogen Talent Management Suite (TMS) and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '448 patent under 35 U.S.C. § 271.

106. Defendant Kenexa, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Kenexa 2X and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '448 patent under 35 U.S.C. § 271.

107. Defendant Meta4, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its PeopleNet and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '448 patent under 35 U.S.C. § 271.

108. Defendant Mzinga, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its OmniSocial and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '448 patent under 35 U.S.C. § 271.

109. Defendant Oracle, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its Enterprise Business Suite (EBS),

PeopleSoft Enterprise, and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '448 patent under 35 U.S.C. § 271.

110. Defendant StepStone, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its ETWeb and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '448 patent under 35 U.S.C. § 271.

111. Defendant Technomedia, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its TM Sigal and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '448 patent under 35 U.S.C. § 271.

112. Defendant Ultimate Software, in making, using, selling, offering for sale, importing into the United States and/or exporting from the United States its UltiPro and reasonably similar products or services, has infringed and continues to infringe one or more claims of the '448 patent under 35 U.S.C. § 271.

113. IpLearn has been, and continues to be, damaged by Beeline, Halogen, Kenexa, Meta4, Mzinga, Oracle, StepStone, Technomedia, and Ultimate Software's infringement of the '448 patent.

PRAYER FOR RELIEF

WHEREFORE, IpLearn prays for judgment and relief as follows:

- A. An award of damages, including past damages under 35 U.S.C. § 287 in favor of IpLearn and against each Defendant sufficient to compensate IpLearn for each Defendant's infringement of the patents-in-suit;
- B. An accounting of damages incurred by IpLearn as a result of each Defendant's infringement during the period between the close of fact discovery and entry of a final judgment;
- C. An assessment of pre- and post-judgment interest in amounts determined by the Court;
- D. An ongoing royalty to recompense IpLearn for Defendant's future infringement;
- E. A finding by the Court that this case is exceptional under 35 U.S.C. § 285;
- F. An award to IpLearn of its reasonable expenses, including attorneys' fees and costs in this action; and
- G. Such other and further relief as the Court deems just and proper.

DEMAND FOR JURY TRIAL

Pursuant to Federal Rule of Civil Procedure 38, Plaintiff IpLearn hereby demands a trial by jury on all issues so triable.

Dated: September 15, 2011

Respectfully submitted,

/s/ Arthur G. Connolly, III

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